

**Exhibit 9**  
**Filed Under Seal**

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UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
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SONOS, INC.,  
  
Plaintiff,  
vs. Case No. 3:21-CV-07559-WHA  
GOOGLE LLC,  
Defendant.  
-----x  
-AND-  
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UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
-----x  
GOOGLE LLC,  
Plaintiff,  
vs. Case No. 3:20-CV-06754-WHA  
SONOS, INC.,  
Defendant.  
-----x  
\*HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY\*  
  
REMOTE VIDEOTAPED DEPOSITION BY VIRTUAL ZOOM OF  
KRISTEN BENDER  
Tuesday, August 23, 2022  
  
Reported By: Lynne Ledanois, CSR 6811  
Job No. 5367663

## HIGHLY CONFIDENTIAL - ATTORNEYS EYES ONLY

<p>1 THE VIDEOGRAPHER: We're off the record. 11:03AM</p> <p>2 The time is 1:04 a.m. -- I'm sorry, 11:04 a.m.</p> <p>3 (Recess taken.)</p> <p>4 THE VIDEOGRAPHER: We are back on the</p> <p>5 record. The time is 11:16 a.m. 11:16AM</p> <p>6 BY MR. JUDAH:</p> <p>7 Q Welcome back, Ms. Bender.</p> <p>8 Have you discussed your deposition</p> <p>9 testimony with anyone during the breaks so far?</p> <p>10 A No. 11:16AM</p> <p>11 Q I think we were up to Exhibit 11. If you</p> <p>12 could open Exhibit 11, please.</p> <p>13 (Exhibit 11 was marked for identification by</p> <p>14 the court reporter.)</p> <p>15 THE WITNESS: There is a bunch of new ones 11:17AM</p> <p>16 here.</p> <p>17 MR. JUDAH: That's what I was doing during</p> <p>18 the break.</p> <p>19 THE WITNESS: I'm in 11 now.</p> <p>20 MR. JUDAH: Exhibit 11 is a document 11:17AM</p> <p>21 bearing the Bates stamp GOOG-SONOSWDTX-00053866.</p> <p>22 Q Ms. Bender, if you could take a look and</p> <p>23 let me know if you recognize this document.</p> <p>24 A Okay.</p> <p>25 Q So you have had a chance to review Exhibit 11:19AM</p> <p style="text-align: right;">Page 90</p>	<p>1 about him yet today. What was his role on the 11:20AM</p> <p>2 Google/Sonos collaboration?</p> <p>3 A He is program management.</p> <p>4 Q And how is program management different</p> <p>5 from product management? 11:20AM</p> <p>6 A So program management, they are responsible</p> <p>7 for essentially keeping all of the trains on time, so</p> <p>8 ensuring that, you know, tasks are being moved</p> <p>9 forward, organizing meetings, et cetera.</p> <p>10 Product management was responsible for 11:20AM</p> <p>11 prioritizing the work for the engineering team, so</p> <p>12 getting work put on to the product roadmap and then</p> <p>13 working with the engineering team to implement</p> <p>14 features bit by bit.</p> <p>15 Q So if I understand that correctly, you 11:21AM</p> <p>16 were more involved in working with the engineers on</p> <p>17 the collaboration; is that right?</p> <p>18 A On this particular one, I would say Jason</p> <p>19 Kendall was.</p> <p>20 Q He's not cc'd on this email? 11:21AM</p> <p>21 A You know what, it might have been Kia,</p> <p>22 Kristen Johansen who was working with the</p> <p>23 Play-to-Sonos team at that time.</p> <p>24 Q Nevertheless, between the product managers</p> <p>25 such as you and the program managers like 11:22AM</p> <p style="text-align: right;">Page 92</p>
<p>1 Number 11? 11:19AM</p> <p>2 A Yes.</p> <p>3 Q And Ms. Bender, do you recognize this</p> <p>4 email chain?</p> <p>5 A Yes. 11:19AM</p> <p>6 Q What does this relate to?</p> <p>7 A It relates to ongoing collaboration after</p> <p>8 the initial launch with Google Play Music.</p> <p>9 Q The subject line says, "Re: Finalizing</p> <p>10 Google Play Music/Sonos V2 features list prior to 11:19AM</p> <p>11 release" --</p> <p>12 A Yes.</p> <p>13 Q -- "April 10"?</p> <p>14 A Yes.</p> <p>15 Q And so V2, does that refer to sort of 11:19AM</p> <p>16 Version 2 of the direct play aspect of the</p> <p>17 Google/Sonos collaboration?</p> <p>18 A V2 is both direct play and SMAPI features</p> <p>19 that were not supported in V1.</p> <p>20 Q Got it. So V2 refers to both aspects of 11:20AM</p> <p>21 the collaboration, the SMAPI integration and the</p> <p>22 direct play integration?</p> <p>23 A Yes.</p> <p>24 Q Okay. So -- we have Adam Graham. I've</p> <p>25 seen his name around, but I don't think we've talked 11:20AM</p> <p style="text-align: right;">Page 91</p>	<p>1 Mr. Graham, people in your role were working more 11:22AM</p> <p>2 with the Sonos engineers on the collaboration as</p> <p>3 compared to the project managers; is that right?</p> <p>4 A Yes.</p> <p>5 Q And then folks like Mr. Graham and the 11:22AM</p> <p>6 project management role were more involved in the</p> <p>7 timelines and making sure certain -- I used the term</p> <p>8 "milestones" before -- that certain milestones are</p> <p>9 hit in terms of -- if there is a different word from</p> <p>10 milestones, I don't know what you would use, but 11:22AM</p> <p>11 certain events or deadlines were met in the project;</p> <p>12 is that right?</p> <p>13 A That's right. Milestone or deadline, yes.</p> <p>14 Q Okay. And was one of those two roles</p> <p>15 interfacing more with the Google team? 11:22AM</p> <p>16 A No, both interfaced very closely with</p> <p>17 Google.</p> <p>18 Q Are they interfacing with different</p> <p>19 members of the Google team?</p> <p>20 A No. 11:23AM</p> <p>21 Q Okay. So let's see. So going to I guess</p> <p>22 the bottom email here, the very bottom and it's from</p> <p>23 Mr. Graham, and he says -- it's to Debajit,</p> <p>24 Christopher and Umesh.</p> <p>25 Do you see that? 11:23AM</p> <p style="text-align: right;">Page 93</p>

<p>1 program. 1:45PM</p> <p>2 During that program we met with many</p> <p>3 partners, including Google, to work with us to help</p> <p>4 preview that with the intention of helping us --</p> <p>5 providing feedback and helping us improve the 1:45PM</p> <p>6 program.</p> <p>7 Q Google already was -- had direct play</p> <p>8 through integration with Sonos; right?</p> <p>9 A Yes.</p> <p>10 Q As well as the SMAPI integration at that 1:46PM</p> <p>11 time --</p> <p>12 A Yes.</p> <p>13 Q So was their sort of perspective --</p> <p>14 withdrawn.</p> <p>15 Let me phrase it this way: Was this deck 1:46PM</p> <p>16 being shared with Google mostly sort of for feedback</p> <p>17 or because Google might be interested in some of the</p> <p>18 things being offered in -- or described in this</p> <p>19 pitch deck even though it sounds to me like Google</p> <p>20 already had sort of implemented these features and 1:46PM</p> <p>21 so they -- (audio interruption.)</p> <p>22 THE REPORTER: Sorry?</p> <p>23 MS. BRODY: Objection, form.</p> <p>24 THE WITNESS: It was for feedback and then</p> <p>25 also to -- I would say both of what you just said. 1:46PM</p> <p style="text-align: right;">Page 166</p>	<p>1 Sonos speaker -- let me ask this: That sort of 1:48PM</p> <p>2 central speaker-shaped rectangular shape in the</p> <p>3 center bottom, is that supposed to represent a Sonos</p> <p>4 speaker?</p> <p>5 A Yes. 1:48PM</p> <p>6 Q And there is an arrow between it and the</p> <p>7 cloud. Let me ask: Is that a cloud in the diagram</p> <p>8 above it?</p> <p>9 A Yes.</p> <p>10 Q There is an arrow between the cloud and 1:48PM</p> <p>11 the speaker and the cloud says "Cloud Queues." Is</p> <p>12 that right?</p> <p>13 A It does.</p> <p>14 Q What is that supposed to indicate?</p> <p>15 A I don't know. 1:49PM</p> <p>16 Q Did you prepare this slide?</p> <p>17 A No.</p> <p>18 Q Is the idea that the sort of the future</p> <p>19 Sonos ecosystem would use cloud queues?</p> <p>20 A From my perspective, again, non-technical, 1:49PM</p> <p>21 that the future of Sonos would extend two different</p> <p>22 ways to work with us. It was, one, a SMAPI API where</p> <p>23 you can integrate directly to the Sonos app and a</p> <p>24 second path where you can control Sonos from a native</p> <p>25 app, music service app. 1:49PM</p> <p style="text-align: right;">Page 168</p>
<p>1 BY MR. JUDAH: 1:46PM</p> <p>2 Q Okay. So, I mean, I guess what I'm trying</p> <p>3 to understand, Google already had a SMAPI</p> <p>4 integration and it had a direct play integration.</p> <p>5 So is the idea that this Sonos pitch deck 1:47PM</p> <p>6 was going to be describing sort of different ways to</p> <p>7 do those implementations or would it be describing</p> <p>8 additional features beyond those two sort of ways to</p> <p>9 integrate that Google had already done with Sonos?</p> <p>10 A I don't recall exactly. 1:47PM</p> <p>11 Q Let me ask you: As of the date of these</p> <p>12 meetings in August 2015, how many other music or --</p> <p>13 music services had done direct integrations, direct</p> <p>14 play integrations?</p> <p>15 A I think we're still at just QQ and Google. 1:47PM</p> <p>16 But I think the work with Spotify had begun. I don't</p> <p>17 remember when that launched.</p> <p>18 Q Directing your attention to the fourth</p> <p>19 slide, there is a -- it says, "Sonos Tomorrow."</p> <p>20 Do you see that? 1:48PM</p> <p>21 A Yes.</p> <p>22 Q Is this intended to represent the future</p> <p>23 sort of Sonos ecosystem?</p> <p>24 A Yes.</p> <p>25 Q So there is an arrow going between the 1:48PM</p> <p style="text-align: right;">Page 167</p>	<p>1 Q That would incorporate cloud queue 1:49PM</p> <p>2 technology, is that what is being communicated?</p> <p>3 A I would assume so.</p> <p>4 Q The cloud queue technology used for direct</p> <p>5 play, did that relate to the cloud queue technology 1:50PM</p> <p>6 that Google and Sonos had been working on?</p> <p>7 MS. BRODY: Objection, form.</p> <p>8 THE WITNESS: I don't know.</p> <p>9 BY MR. JUDAH:</p> <p>10 Q Going to the next slide, it's called 1:50PM</p> <p>11 "Early API Access &amp; Monthly Release."</p> <p>12 Do you see that?</p> <p>13 A Yes.</p> <p>14 Q So in the early 2016 section, there is --</p> <p>15 one of the things says, "Programmed Radio via CQ 1:50PM</p> <p>16 including DMCA, etc. policies."</p> <p>17 Do you see that?</p> <p>18 A Yes.</p> <p>19 Q This CQ, does that refer to cloud queue?</p> <p>20 A Yes. 1:51PM</p> <p>21 Q Sonos was telling its sort of music</p> <p>22 partners that were shown the slide deck that it</p> <p>23 intended to release an API for programmed radio via</p> <p>24 cloud queue in early 2016; is that fair?</p> <p>25 A Yes. 1:51PM</p> <p style="text-align: right;">Page 169</p>

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<p>1 Do you see that? 2:29PM</p> <p>2 A Yes.</p> <p>3 Q What does that refer to?</p> <p>4 A This would be kind of marketing efforts to</p> <p>5 our -- to the Sonos customer base that generate 2:29PM</p> <p>6 awareness of the music service offering within Sonos.</p> <p>7 Q Did Sonos have to convince Google to do a</p> <p>8 collaboration?</p> <p>9 MS. BRODY: Objection, form.</p> <p>10 THE WITNESS: I would say there was a lot 2:30PM</p> <p>11 of back and forth between the two companies to get</p> <p>12 moving, that there were advocates internally for</p> <p>13 collaboration on both sides but ultimately you need</p> <p>14 to get buy-in and from senior management, you know.</p> <p>15 You've got product teams that are going to have to 2:30PM</p> <p>16 do work.</p> <p>17 So I would say alignment takes time.</p> <p>18 There was work that went into getting us to a place</p> <p>19 where everybody was ready to move ahead.</p> <p>20 BY MR. JUDAH: 2:30PM</p> <p>21 Q Was there buy-in on the Sonos side as of</p> <p>22 May 2013?</p> <p>23 A Yes.</p> <p>24 Q Was there buy-in on the Google side as of</p> <p>25 May 2013? 2:31PM</p> <p style="text-align: right;">Page 186</p>	<p>1 Do you see that? 2:32PM</p> <p>2 A Yes.</p> <p>3 Q We already covered the fact that you knew</p> <p>4 Mr. Kartzman before. Okay. I think that's it on</p> <p>5 that. 2:32PM</p> <p>6 Let's go on to -- hold on. Let's look at</p> <p>7 the first of these attachments, which is the API</p> <p>8 evaluation and developer license agreement?</p> <p>9 A Yes.</p> <p>10 Q Is this the front end agreement? Hold on, 2:32PM</p> <p>11 I'm getting confused.</p> <p>12 A No, they are mixed up. The first one is the</p> <p>13 back end and the second attachment I believe is the --</p> <p>14 Q Is the front end, yes.</p> <p>15 A Yes. 2:33PM</p> <p>16 Q Sorry, I got them mixed up.</p> <p>17 A They're mixed up.</p> <p>18 Q So the first one is the content</p> <p>19 integration agreement that you said ended up</p> <p>20 becoming a custom agreement? 2:33PM</p> <p>21 A Yes.</p> <p>22 Q The second agreement is this front end</p> <p>23 agreement, which is basically an NDA?</p> <p>24 A Yes.</p> <p>25 Q All right. Now we can turn to Exhibit 30. 2:33PM</p> <p style="text-align: right;">Page 188</p>
<p>1 A I believe it was still work in progress, 2:31PM</p> <p>2 that's what Ted is working on at the time.</p> <p>3 Q Got it.</p> <p>4 Going to the top email, you attach --</p> <p>5 there's two attachments. Item 2 of those four 2:31PM</p> <p>6 numbers you say, "I've attached our standard SMAPI</p> <p>7 (Sonos Music API agreement) as well. I suspect</p> <p>8 we're going to need a custom agreement with the</p> <p>9 likes of you guys, happy to work with you on that."</p> <p>10 Do you see that? 2:31PM</p> <p>11 A Yes.</p> <p>12 Q What does that refer to?</p> <p>13 A That would refer to the fact that bigger</p> <p>14 companies generally wanted to redline that agreement a</p> <p>15 little bit so it would work for them. 2:31PM</p> <p>16 So while a lot of music services signed</p> <p>17 the standard agreement, a handful of the bigger</p> <p>18 music services would come back to us with some</p> <p>19 suggested changes.</p> <p>20 Q Did Google and Sonos end up entering into 2:32PM</p> <p>21 a custom agreement?</p> <p>22 A Yes.</p> <p>23 Q So then at the end of this email it says,</p> <p>24 "Let's do this. So happy to be working with you on</p> <p>25 getting this done, my friend." 2:32PM</p> <p style="text-align: right;">Page 187</p>	<p>1 Sorry about that. Let me make sure I have the right 2:33PM</p> <p>2 exhibit this time.</p> <p>3 MR. JUDAH: Exhibit 30 is an email and</p> <p>4 attachment bearing the Bates SONOS-SVG2-0085723 and</p> <p>5 the attachment ends in 727. 2:34PM</p> <p>6 (Exhibit 30 was marked for identification by</p> <p>7 the court reporter.)</p> <p>8 BY MR. JUDAH:</p> <p>9 Q And if you can let me know when you have</p> <p>10 had a chance to review and if you recognize it. 2:34PM</p> <p>11 A Okay.</p> <p>12 Q Does that mean that you looked at it or</p> <p>13 you'll let me know?</p> <p>14 A I'll let you know.</p> <p>15 Q Okay. 2:34PM</p> <p>16 A Okay. I have had a chance to review it.</p> <p>17 Q And do you recognize it?</p> <p>18 A Yes.</p> <p>19 Q There's a few emails here. I guess the</p> <p>20 body actually kind of dovetails with, I guess, one 2:35PM</p> <p>21 of the earlier emails we were looking at about an</p> <p>22 on-site meeting at Google; is that right?</p> <p>23 A Yes.</p> <p>24 Q Mentions a smart fling concept that you</p> <p>25 didn't specifically remember, but is it fair to say 2:35PM</p> <p style="text-align: right;">Page 189</p>

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<p>1 it related to direct play? 2:35PM</p> <p>2 A Yes.</p> <p>3 Q All right. I won't ask about those again.</p> <p>4 But getting to the top part, Mr. Kartzman attaches a</p> <p>5 redline version of the front end agreement. Is that 2:35PM</p> <p>6 fair?</p> <p>7 A Yes.</p> <p>8 Q Do you know who this lawyer Michael is</p> <p>9 that's referenced in the second paragraph?</p> <p>10 A No. 2:36PM</p> <p>11 Q Other than the fact that he is a Sonos</p> <p>12 fan?</p> <p>13 A No.</p> <p>14 Q Were you the main point of contact on</p> <p>15 Sonos's side for sort of sending back redlines on 2:36PM</p> <p>16 the agreements between Sonos and Google?</p> <p>17 A I would ferry agreements between our legal</p> <p>18 team and usually be the contact on a partner side and</p> <p>19 then they would do the same, ferry back to their legal</p> <p>20 team and we would trade drafts that way. 2:36PM</p> <p>21 Q Were you doing any sort of the actual</p> <p>22 negotiating on the terms or was that -- were you</p> <p>23 just sort of being the business development face</p> <p>24 between Google and Sonos --</p> <p>25 A The BD face between Google and Sonos. The 2:37PM</p> <p style="text-align: right;">Page 190</p>	<p>1 well, let's see. Actually, while we're there, we'll 2:38PM</p> <p>2 just look at it. Sorry for shifting gears.</p> <p>3 A Where are we again, 30?</p> <p>4 Q No, going back to 31.</p> <p>5 A Yes. 2:39PM</p> <p>6 Q So moving ahead, so do you recognize this</p> <p>7 email? I think I've already asked that, but I</p> <p>8 forgot if you answered it.</p> <p>9 A Yes, I do recognize this.</p> <p>10 Q And so at a high level, what was going on 2:39PM</p> <p>11 in this email?</p> <p>12 A So in advance of any hardware or software --</p> <p>13 significant hardware or software releases, our PR team</p> <p>14 would start doing prep work. So it would be, in the</p> <p>15 case of Biggie, kind of anticipating questions they 2:39PM</p> <p>16 might get from the press.</p> <p>17 So from the product and partnership</p> <p>18 perspective, we would help provide some context so</p> <p>19 that they can work on the positioning scripts that</p> <p>20 we would all use, you know, if we were being 2:40PM</p> <p>21 interviewed or whatever it might be.</p> <p>22 So PR team would do the work and then that</p> <p>23 would turn into essentially the run of show and kind</p> <p>24 of how we're talking about a particular hardware or</p> <p>25 software release publicly. 2:40PM</p> <p style="text-align: right;">Page 192</p>
<p>1 legal teams were the negotiators and redliners. 2:37PM</p> <p>2 Q Do you recall whether there were any sort</p> <p>3 of direct negotiations between the Google and Sonos</p> <p>4 legal folks or was everything kind of handled with</p> <p>5 redlines being sent back and forth? 2:37PM</p> <p>6 A I don't remember. I don't remember.</p> <p>7 Q So let's see. Let's look at the next</p> <p>8 exhibit, which is 31.</p> <p>9 (Exhibit 31 was marked for identification by</p> <p>10 the court reporter.) 2:37PM</p> <p>11 BY MR. JUDAH:</p> <p>12 Q This is a document bearing Bates stamp</p> <p>13 SONOS-SVG2-00080191.</p> <p>14 A Yes.</p> <p>15 Q Do you recognize this Exhibit 31? 2:37PM</p> <p>16 A I do.</p> <p>17 Q What at a high level is it?</p> <p>18 A This is a conversation between me and our PR</p> <p>19 team around how we should talk about the -- yes, this</p> <p>20 is about how we should talk about the launch of Google 2:38PM</p> <p>21 Play Music and Sonos.</p> <p>22 Q Let me ask you -- yes, it probably makes</p> <p>23 sense. Let's put a pin in this one and come back to</p> <p>24 it and then I'll -- it's a little early for that.</p> <p>25 Let me go in sequence. Let me go back to the -- 2:38PM</p> <p style="text-align: right;">Page 191</p>	<p>1 Q Okay. Let's see. Going to the bottom 2:40PM</p> <p>2 email from Mr. Lodge, there is a bunch of questions.</p> <p>3 That's what you're referring to, potentially asked</p> <p>4 questions from the media?</p> <p>5 A Yes. 2:40PM</p> <p>6 Q The fourth bullet here says, "Can we get a</p> <p>7 feature-by-feature description of the software and</p> <p>8 hardware implementation (who owns what</p> <p>9 development)?"</p> <p>10 Do you see that? 2:40PM</p> <p>11 A Yes.</p> <p>12 Q Do you recall any specific answers to that</p> <p>13 question being provided?</p> <p>14 A I don't.</p> <p>15 Q Is that something that would have been 2:41PM</p> <p>16 sort of addressed to you or that you would have</p> <p>17 handled or that someone else at Sonos would have</p> <p>18 addressed that type of question?</p> <p>19 A It probably would have been addressed by</p> <p>20 somebody else at Sonos. 2:41PM</p> <p>21 Q Did you know who would have been the</p> <p>22 appropriate person at that time period to answer</p> <p>23 that?</p> <p>24 A Probably one of the technical people. I</p> <p>25 would say maybe Andy Schulert, Nick Millington. 2:41PM</p> <p style="text-align: right;">Page 193</p>

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<p>1 Q So this is a draft of the content 3:10PM</p> <p>2 integration agreement that the parties were</p> <p>3 negotiating; is that right, this attachment to the</p> <p>4 August 22nd email?</p> <p>5 A Yes. 3:10PM</p> <p>6 Q And you sent this to Mr. Kartzman as sort</p> <p>7 of part of the negotiations over the content</p> <p>8 integration agreement for the collaboration; is that</p> <p>9 right?</p> <p>10 A Yes. 3:11PM</p> <p>11 Q And do you recall, were the negotiations</p> <p>12 over the terms of the content integration agreement,</p> <p>13 were they contentious, were they amicable? Do you</p> <p>14 have any recollection of sort of how you</p> <p>15 characterize them? 3:11PM</p> <p>16 A They were amicable.</p> <p>17 Q Did you have any meetings with Google to</p> <p>18 discuss edits to the content integration agreement</p> <p>19 or was your role limited to sending back and forth</p> <p>20 redlines? 3:11PM</p> <p>21 A I don't know. If I did, I don't recall.</p> <p>22 Q Looking at the attached -- and I guess you</p> <p>23 could call it a blue line if you want to be</p> <p>24 technical. So Section 3.1, there's crossed-out</p> <p>25 language in the blue "except to the extent is 3:12PM</p> <p style="text-align: right;">Page 206</p>	<p>1 Q So let's see this. This was in August and 3:13PM</p> <p>2 then let's look at the next exhibit, which is 35.</p> <p>3 MR. JUDAH: Exhibit 35 is an email and</p> <p>4 attachment bearing Bates SONOS-SVG2-00080376 and the</p> <p>5 attachment ends in 377. 3:14PM</p> <p>6 (Exhibit 35 was marked for identification by</p> <p>7 the court reporter.)</p> <p>8 BY MR. JUDAH:</p> <p>9 Q Ms. Bender, if you can take a look and let</p> <p>10 me know if you've seen it. 3:14PM</p> <p>11 A Yes, I've seen it.</p> <p>12 Q Do you recognize this Exhibit 35?</p> <p>13 A Yes. It looks like a fully executed copy of</p> <p>14 the Sonos back end agreement was sent to Ted Kartzman</p> <p>15 on November 8th, 2013. 3:14PM</p> <p>16 Q So that's a few months after the August</p> <p>17 blue line draft that we saw in the prior exhibit; is</p> <p>18 that fair?</p> <p>19 A Yes.</p> <p>20 Q The subject here is "Google Contract." 3:14PM</p> <p>21 Do you see that?</p> <p>22 A Yes.</p> <p>23 Q This is the contract that governed the</p> <p>24 Sonos/Google collaboration?</p> <p>25 MS. BRODY: Objection, form. 3:15PM</p> <p style="text-align: right;">Page 208</p>
<p>1 covered by a separately executed written agreement 3:12PM</p> <p>2 by both parties."</p> <p>3 Do you see that strike-out?</p> <p>4 A I do.</p> <p>5 Q And you don't know whether that language 3:12PM</p> <p>6 was language that Sonos's lawyers wanted to remove</p> <p>7 as opposed to Google's lawyers?</p> <p>8 A I don't know. It was not my -- in my role</p> <p>9 to interpret this.</p> <p>10 Q Then Section 3.4 has some blue lines 3:12PM</p> <p>11 added, those words in blue, "developed by and."</p> <p>12 Do you see that?</p> <p>13 A Yes.</p> <p>14 Q And you don't know whether Sonos is the</p> <p>15 side that wanted to add that language as opposed to 3:12PM</p> <p>16 Google?</p> <p>17 A I don't.</p> <p>18 Q Do you know why those words are in blue in</p> <p>19 this draft that Mr. Shelburne sent to you that you</p> <p>20 forwarded to Mr. Kartzman at Google? 3:13PM</p> <p>21 A I don't.</p> <p>22 Q All you know is that at some point in the</p> <p>23 process, there were edits involving those but you</p> <p>24 don't know the context or the background?</p> <p>25 A Correct. 3:13PM</p> <p style="text-align: right;">Page 207</p>	<p>1 THE WITNESS: Yes. 3:15PM</p> <p>2 BY MR. JUDAH:</p> <p>3 Q It says, "Attached is our signed</p> <p>4 agreement - finally," exclamation point.</p> <p>5 Do you see that? 3:15PM</p> <p>6 A Yes.</p> <p>7 Q Why does it say "finally"?</p> <p>8 A Because I believe we had been -- there had</p> <p>9 been a lot of back and forth between Google and Sonos</p> <p>10 in order to get there. 3:15PM</p> <p>11 Q All right. And so this one -- this is</p> <p>12 signed by Mr. Shelburne and he was -- I'm looking</p> <p>13 down at the attachment -- he was the general counsel</p> <p>14 at the time?</p> <p>15 A Yes. 3:15PM</p> <p>16 Q And let's see. So I guess to tie this up,</p> <p>17 then 36. Do you have Exhibit 36, which is the</p> <p>18 document bearing Bates SONOS-SVG2-00086826 and the</p> <p>19 attachment ends in 827.</p> <p>20 (Exhibit 36 was marked for identification by 3:16PM</p> <p>21 the court reporter.)</p> <p>22 THE WITNESS: Yes, I'm there.</p> <p>23 BY MR. JUDAH:</p> <p>24 Q Do you recognize Exhibit 36?</p> <p>25 A Yes. 3:16PM</p> <p style="text-align: right;">Page 209</p>



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<p>1 Service, the Provider Developments (as defined 3:27PM</p> <p>2 below), and any and all intellectual property rights</p> <p>3 arising from or related thereto are and shall remain</p> <p>4 the sole and exclusive property of Service</p> <p>5 Provider." 3:27PM</p> <p>6 Do you see that?</p> <p>7 A I do.</p> <p>8 Q "Service Provider" in this context is</p> <p>9 Google; correct?</p> <p>10 A Yes. 3:27PM</p> <p>11 Q Then the next sentence says, "Sonos will</p> <p>12 not claim for itself or for any third party any</p> <p>13 right, title, interest or licenses to the Music</p> <p>14 Service for Provider Developments, except for the</p> <p>15 limited license granted herein." 3:28PM</p> <p>16 Did I read that correctly?</p> <p>17 A Yes.</p> <p>18 Q And so the Provider Developments are</p> <p>19 defined at that final sentence of this section; is</p> <p>20 that right? 3:28PM</p> <p>21 A I suppose so. Again, I have a hard time</p> <p>22 interpreting this sentence. I'm not an attorney.</p> <p>23 Q Fair enough.</p> <p>24 Let me ask -- let's see. Going down to</p> <p>25 the bottom, I want to find the part I wanted to ask 3:28PM</p> <p style="text-align: right;">Page 218</p>	<p>1 during the collaboration? 3:30PM</p> <p>2 A No.</p> <p>3 Q Did you ever discuss ownership of</p> <p>4 technology developed as part of the collaboration</p> <p>5 with anyone at Google? 3:30PM</p> <p>6 A No.</p> <p>7 Q Do you ever have any discussions regarding</p> <p>8 patents related to technology developed from the</p> <p>9 collaboration with anyone at Google?</p> <p>10 A No. 3:31PM</p> <p>11 Q Are you aware of any discussions between</p> <p>12 Google and Sonos relating to patents in connection</p> <p>13 with the collaboration?</p> <p>14 A No, I'm not.</p> <p>15 Q Are you aware of anyone from Sonos ever 3:31PM</p> <p>16 telling anyone at Google that Google's functionality</p> <p>17 infringed any of Sonos's patents?</p> <p>18 A I don't recall, no.</p> <p>19 Q Are you aware of anyone from Sonos ever</p> <p>20 telling Google that any of the technology Google 3:31PM</p> <p>21 developed as part of the collaboration infringed any</p> <p>22 of Sonos's patents?</p> <p>23 A Not that I recall, no.</p> <p>24 Q Are you aware of anyone from Sonos raising</p> <p>25 the notion of getting a patent on a, quote, remote 3:31PM</p> <p style="text-align: right;">Page 220</p>
<p>1 about. I guess -- no, I guess that was the last 3:29PM</p> <p>2 part of it.</p> <p>3 Let me ask: Is this the only agreement</p> <p>4 that Google and Sonos entered into for the</p> <p>5 Google/Sonos collaboration? 3:29PM</p> <p>6 MS. BRODY: Objection, form.</p> <p>7 THE WITNESS: To the best of my knowledge.</p> <p>8 BY MR. JUDAH:</p> <p>9 Q So this covers the SMAPI integration, the</p> <p>10 direct play integration. Does it cover anything 3:29PM</p> <p>11 else?</p> <p>12 MS. BRODY: Objection, form.</p> <p>13 THE WITNESS: I don't know.</p> <p>14 BY MR. JUDAH:</p> <p>15 Q Do you remember any disputes arising over 3:29PM</p> <p>16 the -- with Google regarding the scope remaining of</p> <p>17 any portion of the content integration agreement</p> <p>18 that was executed between the parties?</p> <p>19 A No.</p> <p>20 Q Did you ever have any discussions with 3:30PM</p> <p>21 anyone at Sonos regarding who would own technology</p> <p>22 developed in connection with this agreement?</p> <p>23 A No.</p> <p>24 Q Is it your understanding that Sonos would</p> <p>25 own any cloud queue technology developed by Google 3:30PM</p> <p style="text-align: right;">Page 219</p>	<p>1 playback queue, end quote, in the context of the 3:31PM</p> <p>2 collaboration?</p> <p>3 A No.</p> <p>4 MS. BRODY: Objection, form.</p> <p>5 BY MR. JUDAH: 3:32PM</p> <p>6 Q How about the notion of a patent on a,</p> <p>7 quote, local playback queue, end quote, during the</p> <p>8 collaboration?</p> <p>9 A No.</p> <p>10 Q Other than Google and Spotify, are you 3:32PM</p> <p>11 aware of any other Sonos partners that negotiated</p> <p>12 custom content integration agreements governing</p> <p>13 their collaborations?</p> <p>14 A No, Spotify and Google are the only two that</p> <p>15 ring a bell. Actually, I believe that there was a 3:32PM</p> <p>16 custom one done for Apple as well as Amazon.</p> <p>17 Q So Apple, Amazon, those would have been</p> <p>18 subsequent to the Google/Sonos content integration</p> <p>19 agreement --</p> <p>20 A It would have been afterwards. Spotify 3:33PM</p> <p>21 preceded the Google agreement and then Amazon and</p> <p>22 Apple would have come after that.</p> <p>23 Q Let's see. I guess I asked this, but let</p> <p>24 me just make sure I asked it in this way.</p> <p>25 Exhibit 1021, the content integration 3:33PM</p> <p style="text-align: right;">Page 221</p>



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<p>1 agreement, this covered the SMAPI aspect of the 3:33PM</p> <p>2 Google/Sonos collaboration; correct?</p> <p>3 A Yes.</p> <p>4 Q And this covered as well the direct</p> <p>5 playback aspect of the Google/Sonos collaboration; 3:33PM</p> <p>6 correct?</p> <p>7 MS. BRODY: Objection, form.</p> <p>8 THE WITNESS: Yes. Yes, to the best of my</p> <p>9 knowledge, yes.</p> <p>10 BY MR. JUDAH: 3:34PM</p> <p>11 Q And you're not aware of any other</p> <p>12 contracts governing the Google/Sonos collaboration;</p> <p>13 correct?</p> <p>14 MS. BRODY: Objection, form.</p> <p>15 THE WITNESS: No, I'm not aware of any 3:34PM</p> <p>16 others.</p> <p>17 BY MR. JUDAH:</p> <p>18 Q At least as of the time you were still in</p> <p>19 the product manager role in 2016, would you have</p> <p>20 been the person to have been playing that business 3:34PM</p> <p>21 development role of sending back and forth drafts of</p> <p>22 any agreements as far as you're aware between (audio</p> <p>23 interruption) negotiations over subsequent</p> <p>24 agreements?</p> <p>25 A Yes, I would have been. 3:34PM</p> <p style="text-align: right;">Page 222</p>	<p>1 objection. But you may answer, Ms. Bender. 3:42PM</p> <p>2 THE WITNESS: I would assume so as it was</p> <p>3 the only agreement ever entered into, to the best of</p> <p>4 my knowledge.</p> <p>5 BY MR. JUDAH: 3:42PM</p> <p>6 Q The same question with respect to the</p> <p>7 direct play aspect, I'll also ask it.</p> <p>8 Ms. Bender, to the best of your knowledge,</p> <p>9 the content integration agreement entered into</p> <p>10 between Sonos and Google covered both Version 1 and 3:42PM</p> <p>11 Version 2 of the direct play integration part of the</p> <p>12 Google/Sonos collaboration; correct?</p> <p>13 MS. BRODY: Objection, form.</p> <p>14 THE WITNESS: I would assume so.</p> <p>15 BY MR. JUDAH: 3:42PM</p> <p>16 Q That's your understanding?</p> <p>17 A Yes.</p> <p>18 Q And then one last kind of question topic</p> <p>19 here.</p> <p>20 Are you familiar with the term "cast for 3:43PM</p> <p>21 audio"?</p> <p>22 A Yes.</p> <p>23 (Reporter clarification.)</p> <p>24 BY MR. JUDAH:</p> <p>25 Q What is your understanding, Ms. Bender, as 3:43PM</p> <p style="text-align: right;">Page 224</p>
<p>1 MR. JUDAH: Let's take a break. I think 3:35PM</p> <p>2 I'm finished, but I want to take a quick look at my</p> <p>3 outline first.</p> <p>4 THE VIDEOGRAPHER: We are off the record.</p> <p>5 The time is 3:35 p.m. 3:35PM</p> <p>6 (Recess taken.)</p> <p>7 THE VIDEOGRAPHER: We are back on the</p> <p>8 record. The time is 3:41 p.m.</p> <p>9 BY MR. JUDAH:</p> <p>10 Q I just have a couple more questions, then 3:41PM</p> <p>11 I'm basically finished.</p> <p>12 First, just to follow up on what we were</p> <p>13 talking about right before the break, the -- I just</p> <p>14 want to make sure I understand.</p> <p>15 So the collaboration looks like it had -- 3:41PM</p> <p>16 the Google/Sonos collaboration had sort of a</p> <p>17 Version 1 and a Version 2 phase for both the SMAPI</p> <p>18 integration and the direct play integration. And I</p> <p>19 just want to make sure I understand.</p> <p>20 The content integration agreement, as far 3:41PM</p> <p>21 as you know, covers both Version 1 and Version 2 of</p> <p>22 the SMAPI integration; correct?</p> <p>23 MS. BRODY: Objection, form, calls for a</p> <p>24 legal conclusion.</p> <p>25 MR. JUDAH: I object to the speaking 3:42PM</p> <p style="text-align: right;">Page 223</p>	<p>1 to what "cast for audio" refers to? 3:43PM</p> <p>2 A Another kind of direct control protocol I</p> <p>3 believe that Google discussed with us, with Sonos.</p> <p>4 Q Did you attend any meetings at Google</p> <p>5 related to cast for audio? 3:43PM</p> <p>6 A Most likely.</p> <p>7 Q But you don't remember specifically?</p> <p>8 A No.</p> <p>9 Q Do you recall why Sonos didn't end up</p> <p>10 using cast for audio as a mechanism for direct 3:43PM</p> <p>11 playback integrations?</p> <p>12 A I don't recall.</p> <p>13 MS. BRODY: Objection, form.</p> <p>14 BY MR. JUDAH:</p> <p>15 Q Do you recall having any conversations 3:43PM</p> <p>16 with anyone at Sonos about cast for audio?</p> <p>17 A No, nothing specific.</p> <p>18 Q And do you recall any conversations with</p> <p>19 anyone at Google about cast for audio?</p> <p>20 A Nothing specific, no. 3:44PM</p> <p>21 MR. JUDAH: I have no further questions.</p> <p>22 Thank you very much, Ms. Bender, for your time.</p> <p>23 MS. BRODY: I may have some questions, if</p> <p>24 we can go off for just a couple of minutes, please.</p> <p>25 MR. JUDAH: Okay. 3:44PM</p> <p style="text-align: right;">Page 225</p>